



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 10-1031
Released: June 4, 2010

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF
MIDCONTINENT COMMUNICATIONS FROM THE ESTATE OF N.L. BENTSON TO
MIDCONTINENT MEDIA, INC.**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 10-121

Comments Due: June 18, 2010
Reply Comments Due: June 25, 2010

On May 28, 2010, the Estate of N.L. Bentson (Estate), the N.L. Bentson 2000 Revocable Trust (Trust), George Reilly and Mark Niblick, both U.S. citizens, as Trustees of the Trust (collectively, the Trustees) and Midcontinent Media, Inc. (MMI) (together with the Estate, the Trust, and the Trustees, the Applicants) filed an application pursuant to section 63.03 of the Commission's rules to transfer control of Midcontinent Communications (Midcontinent) from the Estate to MMI.¹

Midcontinent, a South Dakota general partnership, is a cable provider offering competitive local exchange and interexchange services in North Dakota, South Dakota, and portions of western and northern Minnesota. The Estate currently owns 94.9278 percent of the common voting stock of MMI, an existing South Dakota holding company that owns 100 percent of Midcontinent Communications Investor, LLC, which in turn owns 50 percent of Midcontinent and is the general managing partner of Midcontinent. TCI-Midcontinent, LLC, which is wholly owned by Comcast corporation, a Pennsylvania corporation, also owns (50 percent) of Midcontinent.² The Trust was established to hold the principal assets of the Estate and has no other telecommunications interests.³

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services and Cable Antenna Relay Service and Receive-Only Earth Station Service. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² Applicants state that Comcast Corporation is publicly traded and has no 10 percent or greater owners. TCI-Midcontinent, LLC has affiliates that provide competitive telecommunications services in multiple states. Applicants state that these affiliates do not provide telecommunications services in the geographic area covered by the application. On June 29, 2009, the Wireline Competition Bureau granted the domestic section 214 application for the transfer of control of Midcontinent Communications from N.L. Bentson to the Estate. *Notice of Domestic Section 214 Authorizations Granted*, WC Docket No. 09-73, Public Notice, 24 FCC Rcd 8815 (WCB 2009).

³ Applicants state that the Trust was created for the benefit of the beneficiaries who are members of Mr. Bentson's family and certain other charitable interests. All voting power and other powers over the Trust's holdings are vested in the Trustees.

Pursuant to the terms of the proposed transaction, the Estate will transfer its ownership interest in MMI to the Trust, and immediately thereafter, MMI will redeem all of the stock held by the Trust as well as certain stock owned by Patrick McAdaragh, an executive of MMI. This will leave Mr. McAdaragh and two other executives of MMI, Richard Busch and Steven Grosser, all three U.S. citizens, each holding one-third of the common voting stock of MMI.⁴ Applicants state these individuals do not hold an attributable interest in any other telecommunications entity. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁵

Domestic Section 214 Application Filed for the Transfer of Control of Midcontinent Communications from the Estate of N.L. Bentson to Midcontinent Media, Inc. WC Docket No. 10-121 (filed May 28, 2010).

GENERAL INFORMATION

The Wireline Competition Bureau finds, upon initial review, that the transfer of control identified herein is acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 C.F.R. § 63.03(a), interested parties may file comments **on or before June 18, 2010**, and reply comments **on or before June 25, 2010**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁶ Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-Rulemaking Portal. *See* 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal e-Rulemaking Portal, <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;

⁴ Applicants state that, post-consummation, MMI will continue to own 100 percent of Midcontinent Communications Investor, LLC.

⁵ 47 C.F.R. § 63.03(b)(2)(i).

⁶ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- 2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, tracey.wilson-parker@fcc.gov;
- 3) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Tracey Wilson-Parker at (202) 418-1394 or Jodie May at (202) 418-0913.

-FCC-